UNITED STATES ŚĘCURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response

FORM D & 11: 2NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D
SECURITIES BUREAU SECTION 4/6\ AND CO UNIFORM LIMITED OFFERING EXEMPTION

SE	C USE	<u>ONLY</u>
Prefix	1	Serial
	DATE RECEI	VED
		<u> </u>

OMB APPROVAL

16.00

Name of Offering (check if this is an amendment and name has changed, and indicated sale of Class A limited partnership interests in Golub Capital Partners IV, L.P.	ate change.) 1300093
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 Type of Filing: ☐ New Filing ☒ Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	1881 1818 1818 1818 1818 1818 1818 181
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate Golub Capital Partners IV, L.P.	change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) 555 Madison Avenue, 30 th Floor New York, NY 10022	Telephone Nutribor (including Area Code) 212-750-6060
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Investments in Securities	PROCESSED
Type of Business Organization	7007 27
☐ corporation ☐ limited partnership, already formed ☐ ☐	other (please specify):
☐ business trust ☐ limited partnership, to be formed	FINANSON
Actual or Estimated Date of Incorporation or Organization: O 1 9 9	(

General Instructions

Federal:

FORM D

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et sea. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENT	IFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been or power to vote or dispose, or direct the vote or disposi 							
 Each executive officer and director of corporate issue issuers; and 	rs and of corporate gen	eral managing par	tners of partnership				
Each general and managing partnership of partnership	p issuers.						
Check Box(es) that Apply:	☐ Executive Officer	Director	□ General and/or Managing Partner				
Full Name (Last name first, if individual) Golub GP III, LLC							
Business or Residence Address (Number and Street, City, State, Zi 555 Madison Avenue, 30 th Floor New York, NY 10022	p Code)						
Check Box(es) that Apply:		Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) Golub, Lawrence E.							
Business or Residence Address (Number and Street, City, State, Zi 555 Madison Avenue, 30 th Floor New York, NY 10022	p Code)						
Check Box(es) that Apply:		Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) Gregory W. Cashman							
Business or Residence Address (Number and Street, City, State, Zi 555 Madison Avenue, 30 th Floor New York, NY 10022	p Code)						
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) LEG Co-Investors, LLC							
Business or Residence Address (Number and Street, City, State, Zi 555 Madison Avenue, 30 th Floor New York, NY 10022	p Code)						
Check Box(es) that Apply:	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) Private Advisors Alternative Asset Fund (QP), LP							
Business or Residence Address (Number and Street, City, State, Zi 1801 Bayberry Court, Suite 303 Richmond, Virginia 23							
Check Box(es) that Apply:	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zi	Code)						
Check Box(es) that Apply:	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zi	p Code)						
Check Box(es) that Apply:	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)	-	-					
Business or Residence Address (Number and Street, City, State, Zi	p Code)						
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)							

	B. INFORMATION ABOUT OFFERING		tone service.				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No				
	Answer also in Appendix, Column 2, if filing under ULOE.						
2.	What is the minimum investment that will be accepted from any individual?	\$ 10,0	000				
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No				
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.						
Fuli	Name (Last name first, if individual)						
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)						
Nar	me of Associated Broker or Dealer						
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
(Ch	eck "All States" or check individual States)	☐ AII S1 II ☐	ates [ID] []				
[IL]	\square [IN] \square [IA] \square [KS] \square [KY] \square [LA] \square [ME] \square [MD] \square [MA] \square [MI] \square [MN] \square [M	sj 🗆	[MO] 🔲				
[MT] [Ri]		R]	[PA] [PR]				
-	Name (Last name first, if individual)	<u>., </u>					
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)	***					
Nar	ne of Associated Broker or Dealer						
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
	eck "All States" or check individual States)	☐ All St					
[AL]	\square (iN) \square (iA) \square (KS) \square (KY) \square (LA) \square (ME) \square (MD) \square (MA) \square (MI) \square (MN) \square (MN)	sj 🗆	[ID] [] [MO] []				
[MT]			[PA] [PR]				
	Name (Last name first, if individual)	<u>', </u>	<u> </u>				
Business or Residence Address (Number and Street, City, State, Zip Code)							
Nar	ne of Associated Broker or Dealer						
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
	eck "All States" or check individual States)	☐ All St □ □	_				
[AL]	\square [IN] \square [IA] \square [KS] \square [KY] \square [LA] \square [ME] \square [MD] \square [MA] \square [MI] \square [MN] \square [M	s] 🗌	[ID] [MO]				
[MT] [RI]		R]	[PA]				
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Offering Price Type of Security Sold \$0 Debt..... Equity \$0 ☐ Common ☐ Preferred Convertible Securities (including warrants) \$0 Partnership Interests \$102,180,000 \$102,180,000 Other (Specify ______) Total \$102,180,000 \$102,180,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in Aggregate this offering and the aggregate dollar amounts of their purchases. For offerings under Rule Number of Dollar Amount 504, indicate the number of persons who have purchased securities and the aggregate dollar Investors of Purchases amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." \$102,180,000 Accredited Investors <u>59</u> Non-accredited Investors 0 Total (for filing under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. **Dollar Amount** Type of Type of offering Security Sold Rule 505. Regulation A. Rule 504..... Total..... Fee's from Client a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. \$0 Printing and Engraving Costs. \$16,500 Legal Fees. \$90,000 Accounting Fees. \$0 Engineering Fees. \$0 Sales Commissions (specify finders' fees separately) Other Expenses (identify) (Appraisal fees, travel costs, administrative, messenger and \$150,000 courier costs) Total \$256,500 Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$101,923,500

difference is the "adjusted gross proceeds to the issuer."

	OFFERING PRICE	NUMBER OF INVE	STORS, EXPENSES	AND USE C	F PROCEEDS
٠.	OFFERING PRICE,	MOMBEL OF HAVE	JIONS, EXPENSES	AND USE C	T FROCEEDS

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	\$ <u>0</u> □	\$ <u>0</u>
Purchase of real estate.	\$0 □	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	\$0 □	\$ <u>0</u>
Construction or leasing of plant buildings and facilities	\$ <u>o</u> 🗀	\$ <u>0</u>
that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$0 □	\$ <u>0</u>
Repayment of indebtedness	\$0 □	\$ <u>0</u>
Working capital	\$ <u>0</u> 🗆	\$ <u>0</u>
Other (specify): <u>Investments in securities</u>	\$ <u>0</u> ⊠	\$101,923,500
Column Totals	\$0 ⊠	\$101,923,500
Total Payments Listed (column totals added)	\boxtimes	\$101.923.500

following signature constitutes an under	taking by the issuer to furnish to the U.S. Sec	ed person. If this notice is filed under Rule 505, the curities and Exchange Commission, upon written stor pursuant to paragraph (b)(2) of Rule 502.
Issuer (Print or Type)	Signature 6 M	Date
Golub Capital Partners IV, L.P.	JULIP L	16 (3 04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Lawrence E. Golub	Manager, Golub GP III, LLC	

D. FEDERAL SIGNATURE

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

4.		E. STATE SIGNATURE				
1.	Is any party described in 17 CFR 23 provisions of such rule?	30.252(c), (d), (e) or (f) presently subject to any disqualification	es No] ⊠			
		See Appendix, Column 5, for state response.				
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law					
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.					
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.					
5.	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.					
Issuer (Print or Type)	Signature Date				
Golub Capital Partners IV, L.P.		10/13/04				
Name (Print or Type)	Title (Print or Type)				
Lawrence E. Golub		Manager, Golub GP III, LLC				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1		2	3			4		1	5
	to r accre investor	to sell non- edited s in State	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non- Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL					\$		<u> </u>		
AK					\$		<u> </u>		
AZ					\$		\$		
AR			Class A L.P. Interest		\$	_	\$		
CA			\$4,500,000	3	\$ <u>4,500,000</u>	0	\$ <u>0</u>		\boxtimes
СО			Class A L.P. Interest		<u> </u>		\$		
CT			\$1,000,000	2	\$ <u>1,000,000</u>	0	\$ <u>0</u>		
DE					\$		\$		
DC		⊠	Class A L.P. Interest \$1,000,000	1	\$ <u>1,000,000</u>	0	\$ <u>0</u>		\boxtimes
FL.			Class A L.P. Interest \$2,200,000	2	\$ <u>2,200,000</u>	0	\$ <u>0</u>		\boxtimes
GA					\$		\$		
н					\$		\$		
ID					\$		\$		
IL.			Class A L.P. Interest \$3,000,000	2	\$ <u>3,000,000</u>	0	\$ <u>0</u>		\boxtimes
IN					\$		\$		
IA					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA					\$		\$		
ME					\$		\$		
MD			Class A L.P. Interest \$3,750,000	2	\$ <u>3,750,000</u>		\$ <u>0</u>		\boxtimes
MA		⊠	Class A L.P. Interest \$1,000,000	1	\$ <u>1,000,000</u>		\$ <u>0</u>		\boxtimes
МІ					\$		\$		
MN		⊠	Class A L.P. Interest \$30,000	1	\$30,000		\$ <u>0</u>		\boxtimes
MS					\$		\$		
МО					\$		\$		

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APPENDIX

1		2	3	4				5	
	Intend	to sell	Type of Security					ification ate ULOE	
	to r	on-	and aggregate					(if yes,	attach
		edited s in State	offering price offered in state		Type of in- amount purch			explan waiver	ation of
		-Item1)	(Part C-Item 1)		(Part C	-Item 2)		(Part E	
				Number of Accredited		Number of Non- Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT					\$		\$		
NE					\$		\$		
NV					\$		\$		
NH					\$		\$		
NJ		\boxtimes	Class A L.P. Interest \$2,500,000	2	\$ <u>2,500,000</u>		\$ <u>0</u>		\boxtimes
NM					\$		\$		
NY		\boxtimes	Class A L.P. Interest \$42,450,000	25	\$ <u>42,450,000</u>	0	\$ <u>0</u>		
NC		\boxtimes	Class A L.P. Interest \$500,000	1	\$500,000	0	\$ <u>0</u>		
ND					\$		\$		
ОН		\boxtimes	Class A L.P. Interest \$1,500,000	2	\$ <u>1,500,000</u>	0	\$ <u>0</u>		
ok					\$		\$		
OR					\$		\$		
PA			Class A L.P. Interest \$1,000,000	1	\$ <u>1,000,000</u>		\$		\boxtimes
RI					\$	1	\$		
sc		\boxtimes	Class A L.P. Interest \$3,000,000	3	\$ <u>3,000,000</u>	0	\$ <u>0</u>		
SD					\$		\$		
TN					\$		\$		
TX			Class A L.P. Interest \$1,000,000	1	\$ <u>1,000,000</u>	0	\$ <u>0</u>		\boxtimes
UT					\$		\$		
VT		☒	Class A L.P. Interest \$1,500,000	1	\$ <u>1,500,000</u>	0	\$ <u>0</u>		
VA		\boxtimes	Class A L.P. Interest \$21,750,000	5	\$ <u>21,750,000</u>	0	\$ <u>0</u>		
WA					\$		\$		
WV					\$		\$		
WI					\$		\$		
WY			, , , , , , , , , , , , , , , , , , , ,		\$		\$		
PR					\$		\$		
Other					\$		\$		

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